



CORPORATION SERVICE COMPANY

RECORDATION NO. 23991-I FILED

MAR 12 '07

4-32 PM

SURFACE TRANSPORTATION BOARD

March 8, 2007

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street NW Suite 70
Washington, DC 20423
202-565-1656

RE: 793083/005

Dear Barbara:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 03/23/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Lone Star Industries, Inc. dba Buzzi Unicem USA
10401 North Meridian, Suite 400
Indianapolis, IN 46290

Lessor:

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Thank you for your assistance in this matter.
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 9 day of Oct., 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and LONE STAR INDUSTRIES, INC., dba BUZZI UNICEM USA a Delaware corporation, with an address at 10401 North Meridian, Suite 400, Indianapolis, IN 46290 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 2, 2002, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 3, 2002 and given Recordation Number 23991.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LONE STAR INDUSTRIES, INC. dba BUZZI UNICEM USA

By: John White
Name: John White
Title: VP Logistics

Schedule A

Number of Cars		Equipment Description	
48		3,281 C.F. covered hopper car with gravity gates and round hatches	
1	NCUX	20394	
2	NCUX	20398	
3	NCUX	20399	
4	NCUX	20412	
5	NCUX	20413	
6	NCUX	20416	
7	NCUX	20418	
8	NCUX	20419	
9	NCUX	20421	
10	NCUX	20422	
11	NCUX	20432	
12	NCUX	20443	
13	NCUX	20445	
14	NCUX	20446	
15	NCUX	20454	
16	NCUX	20455	
17	NCUX	20456	
18	NCUX	20458	
19	NCUX	20459	
20	NCUX	20461	
21	NCUX	20462	
22	NCUX	20464	
23	NCUX	20465	
24	NCUX	20471	
25	NCUX	20472	
26	NCUX	20477	
27	NCUX	20478	
28	NCUX	20480	
29	NCUX	20481	
30	NCUX	20485	
31	NCUX	20487	
32	NCUX	20490	
33	NCUX	20491	
34	NCUX	20499	
35	NCUX	20504	
36	NCUX	20508	
37	NCUX	20510	
38	NCUX	20514	
39	NCUX	20515	
40	NCUX	20519	
41	NCUX	20521	
42	NCUX	20534	
43	NCUX	20536	
44	NCUX	20537	
45	NCUX	20542	
46	NCUX	20543	
47	NCUX	20547	
48	NCUX	20548	